

CDW HOLDING LIMITED
(Incorporated in Bermuda on 2 April 2004)
(Bermuda Company Registration Number: 35127)

THE PROPOSED CONSOLIDATION OF EVERY TWO (2) EXISTING ORDINARY SHARES OF PAR VALUE OF US\$0.02 EACH IN THE AUTHORISED AND ISSUED CAPITAL OF THE COMPANY INTO ONE (1) CONSOLIDATED SHARE OF PAR VALUE OF US\$0.04 IN THE AUTHORISED AND ISSUED CAPITAL OF THE COMPANY, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

- NOTICE OF BOOKS CLOSURE DATE

1. INTRODUCTION

The board of directors (the “**Board**”) of CDW Holding Limited (the “**Company**”) refers to the Company’s announcements made on 13 March 2015, 6 April 2015, 29 February 2016 and the circular dated 6 April 2015 (“**Circular**”) in relation to the proposed share consolidation of every two (2) existing ordinary shares of par value of US\$0.02 each in the authorised and issued capital of the Company (the “**Existing Shares**”) into one (1) consolidated share of par value of US\$0.04 in the authorised and issued capital of the Company (the “**Consolidated Shares**”), fractional entitlements to be disregarded (the “**Proposed Share Consolidation**”). The Proposed Share Consolidation was approved by Shareholders at the Special General Meeting held on 29 April 2015.

Unless otherwise defined, capitalised terms in this announcement shall have the same meanings given to them in the Circular.

2. NOTICE OF BOOKS CLOSURE DATE

- 2.1 NOTICE IS HEREBY GIVEN that the Register of Members and transfer books of the Company will be closed at 5.00 p.m. on 25 August 2016 (the “**Books Closure Date**”) in order to determine the entitlements of Shareholders to the Consolidated Shares pursuant to the Proposed Share Consolidation.
- 2.2 Under the Proposed Share Consolidation, every two (2) Existing Shares registered in the name or standing to the credit of the Securities Account (as the case may be), of each Shareholder as at the Books Closure Date will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded.
- 2.3 With effect from 9.00 a.m. on 26 August 2016, being the Market Day immediately following the Books Closure Date (the “**Proposed Share Consolidation Effective Date**”), every two (2) Existing Shares registered in the name or standing to the credit of the Securities Account (as the case may be), of each Shareholder will be consolidated into one (1) Consolidated Share, whereupon the Register of Members of the Company and the Depository Register will be updated to reflect the number of Consolidated Shares held by each Shareholder based on the number of Shares held by them as at the Books Closure Date.
- 2.4 However, notwithstanding that the Proposed Share Consolidation will become effective on the Proposed Share Consolidation Effective Date, the Shares will commence trading as Consolidated Shares with effect from 9.00 a.m. on the day falling three (3) Market Days before the Proposed Share Consolidation Effective Date (the “**Effective Trading Date**”), as trades on the SGX-ST are settled on a “T+3” settlement cycle, which means that a purchase or sale of Shares on day T will be settled three (3) Market Days later.

Accordingly, for trading purposes:

- (a) trading in the Existing Shares will cease at 5.00 p.m. on 22 August 2016, being the day falling four (4) Market Days before the Proposed Share Consolidation Effective Date; and
 - (b) trading in the Consolidated Shares will commence from 9.00 a.m. on 23 August 2016, being the day falling three (3) Market Days before the Proposed Share Consolidation Effective Date.
- 2.5 Shareholders should note that while the Shares will be traded on a consolidated basis with effect from 9.00 a.m. on 23 August 2016, the Existing Shares will not be consolidated until 9.00 a.m. on 26 August 2016. For illustrative purposes only, if a Shareholder holds 200 Existing Shares on 22 August 2016, he may, with effect from 23 August 2016, only sell a maximum of 100 Consolidated Shares. If he attempts to sell 200 Shares on 23 August 2016, he would be shortselling as he would not be able to deliver the additional 100 shares on the date of settlement of such trade, being 26 August 2016, the Proposed Share Consolidation Effective Date.
- 2.6 Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of the Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of a Consolidated Share arising from the Proposed Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company. Affected Shareholders will not be paid for any fractions of a Consolidated Share which are disregarded.
- 2.7 Each Consolidated Share will rank pari passu in all respects with each other. The Consolidated Shares will be traded in board lots of 100 Consolidated Shares.

3. SHARE CERTIFICATES

3.1 Deposit of Share Certificates with CDP

- 3.1.1 Shareholders (other than CDP) who hold Old Share Certificates in their own names and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP must deposit their Old Share certificates, together with the duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days prior to the Books Closure Date.
- 3.1.2 After the Books Closure Date, CDP will only accept the deposit of New Share Certificates. Shareholders who wish to deposit their Old Share Certificates with CDP must first deposit their Old Share Certificates to the Singapore Share Transfer Agent of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, as soon as possible after they have been notified of the Books Closure Date, and preferably, not later than five (5) Market Days after the Books Closure Date, for cancellation and exchange for New Certificates.

3.2 Issue of New Share Certificates

- 3.2.1 Shareholders who have not deposited their Old Share Certificates or who do not wish to deposit their Old Share Certificates with CDP are advised to forward to the Singapore Share Transfer Agent of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, as soon as possible after they have been notified of the Books Closure Date, and preferably, not later than five (5) Market Days after the Books Closure Date, for cancellation and exchange for New Share Certificates.
- 3.2.2 No receipt will be issued by the Singapore Share Transfer Agent for the receipt of the Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of the Shareholders at their own risk within ten (10) Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.
- 3.2.3 Shareholders are to deliver their respective Old Share Certificates to the Singapore Share Transfer Agent of the Company or CDP in accordance with the provisions set out above only after the announcement of the Books Closure Date by the Company.
- 3.2.4 Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have been tendered to the Singapore Share Transfer Agent of the Company for cancellation.
- 3.2.5 Please notify the Singapore Share Transfer Agent of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, if you have lost any of your existing Old Share Certificates or if there is any change in your address from that reflected in the Register of Members of the Company.

3.3 Share Certificates not valid for settlement of trades on the SGX-ST

Shareholders who hold physical share certificates are reminded that their Old Share Certificates will not be valid for settlement of trading in the Consolidated Shares on the SGX-ST (as the Company is under a book-entry (scripless) settlement system) but will continue to be accepted by the Singapore Share Transfer Agent of the Company for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period. The New Share Certificates will not be valid for delivery for trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title.

3.4 Trading Arrangements for the Consolidated Shares

With effect from 9.00 a.m. on the Effective Trading Date, trading in the Shares will be in board lots of 100 Consolidated Shares. Accordingly, every two (2) Existing Shares in issue as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

3.5 Trading Arrangements for Odd Lots

- 3.5.1 The Existing Shares are currently traded in board lots of 100 Shares in the ready market. Following the Proposed Share Consolidation, the Securities Accounts of Depositors may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares).

3.5.2 Depositors who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in odd lots on the SGX-ST can trade with a minimum size of one (1) Consolidated Share on the SGX-ST's unit share market. The unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying Consolidated Shares. It should be noted that the market for trading of such odd lots of Consolidated Shares may be illiquid.

4. INDICATIVE TIMETABLE

The table below sets out the indicative timetable for the Proposed Share Consolidation:

Time and Date	Event
17 August 2016 (Wednesday)	Announcement of Notice of Books Closure Date for the Proposed Share Consolidation
5.00 p.m. on 22 August 2016 (Monday)	Cessation of trading in the Existing Shares
9.00 a.m. on 23 August 2016 (Tuesday)	Effective Trading Date (commencement of trading of the Consolidated Shares on the SGX-ST)
5.00 p.m. on 25 August 2016 (Thursday)	Books Closure Date for the Proposed Share Consolidation
9.00 a.m. on 26 August 2016 (Friday)	Proposed Share Consolidation Effective Date (Proposed Share Consolidation becomes effective)

5. INTERIM DIVIDEND

Shareholders should note that the interim dividend of 0.1 US cent per ordinary share stated in the Company's Unaudited First Half Financial Statements and Dividend Announcement for the Six Months/Second Quarter Ended 30 June 2016 announced on 13 August 2016 will increase proportionately to 0.2 US cents per Consolidated Share. The Notice of the Books Closure Date for the interim dividend entitlement and payment will be announced as soon as practicable.

By Order of the Board

Lynn Wan Tiew Leng
Company Secretary
17 August 2016